

**UNITED STATES OF AMERICA**  
**Before the**  
**SECURITIES AND EXCHANGE COMMISSION**

**SECURITIES EXCHANGE ACT OF 1934**  
**Release No. 63529 / December 10, 2010**

**ADMINISTRATIVE PROCEEDING**  
**File No. 3-14161**

**In the Matter of**

**GORDON A. DRIVER,**

**Respondent.**

**ORDER INSTITUTING**  
**ADMINISTRATIVE PROCEEDINGS**  
**PURSUANT TO SECTION 15(b) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**  
**AND NOTICE OF HEARING**

**I.**

The Securities and Exchange Commission (“Commission”) deems it appropriate and in the public interest that public administrative proceedings be, and hereby are, instituted pursuant to Section 15(b) of the Securities Exchange Act of 1934 (“Exchange Act”) against Gordon A. Driver (“Respondent” or “Driver”).

**II.**

After an investigation, the Division of Enforcement alleges that:

**A.     RESPONDENT**

1.       From October 2007 through May 2009, Respondent managed Axxess Automation, LLC ("Axxess"), a Nevada limited liability company. Axxess has never been registered with the Commission in any capacity, nor has it registered an offering of securities under the Securities Act of 1933 (“Securities Act”) or a class of securities under the Exchange Act. Respondent, age 51, resides in Las Vegas, Nevada. Respondent has never been registered with the Commission in any capacity.

**B.     ENTRY OF THE INJUNCTION**

2.       On December 14, 2009, a final judgment was entered by consent against Driver, permanently enjoining him from future violations of Sections 5(a), 5(c), and 17(a) of the Securities Act and Sections 10(b) and 15(a) of the Exchange Act and Rule 10b-5 thereunder, in the

civil action entitled Securities and Exchange Commission v. Gordon A. Driver, et al., Civil Action Number CV 09-34100 DW(RZx), in the United States District Court for the Central District of California.

3. The Commission's complaint alleged that, from at least February 2006 to May 2009, Driver and Axxess raised at least \$14.1 million from over 100 investors by selling interests in Axxess and represented to prospective investors that he would use their funds to trade futures using a proprietary software program, that he generated substantial profits from such trading, and that he would use a portion of the trading profits to pay investors a weekly return of 1% to 5%. The complaint further alleged that contrary to those representations, Driver operated Axxess as a Ponzi scheme, using only \$3.7 million to trade futures, incurring net trading losses of \$3.55 million, and misappropriating \$10.7 million to pay investors and another \$1.1 million to pay personal expenses. The complaint also alleged that Driver sold unregistered securities and was neither registered as a broker or dealer nor associated with a registered broker or dealer.

### III.

In view of the allegations made by the Division of Enforcement, the Commission deems it necessary and appropriate in the public interest that public administrative proceedings be instituted to determine:

A. Whether the allegations set forth in Section II hereof are true and, in connection therewith, to afford Respondent an opportunity to establish any defenses to such allegations;

B. What, if any, remedial action is appropriate in the public interest against Respondent pursuant to Section 15(b) of the Exchange Act;

### IV.

IT IS ORDERED that a public hearing for the purpose of taking evidence on the questions set forth in Section III hereof shall be convened at a time and place to be fixed, and before an Administrative Law Judge to be designated by further order as provided by Rule 110 of the Commission's Rules of Practice, 17 C.F.R. § 201.110.

IT IS FURTHER ORDERED that Respondent shall file an Answer to the allegations contained in this Order within twenty (20) days after service of this Order, as provided by Rule 220 of the Commission's Rules of Practice, 17 C.F.R. § 201.220.

If Respondent fails to file the directed answer, or fails to appear at a hearing after being duly notified, the Respondent may be deemed in default and the proceedings may be determined against him upon consideration of this Order, the allegations of which may be deemed to be true as provided by Rules 155(a), 220(f), 221(f) and 310 of the Commission's Rules of Practice, 17 C.F.R. §§ 201.155(a), 201.220(f), 201.221(f) and 201.310.

This Order shall be served forthwith upon Respondent personally or by certified mail.

IT IS FURTHER ORDERED that the Administrative Law Judge shall issue an initial decision no later than 210 days from the date of service of this Order, pursuant to Rule 360(a)(2) of the Commission's Rules of Practice.

In the absence of an appropriate waiver, no officer or employee of the Commission engaged in the performance of investigative or prosecuting functions in this or any factually related proceeding will be permitted to participate or advise in the decision of this matter, except as witness or counsel in proceedings held pursuant to notice. Since this proceeding is not "rule making" within the meaning of Section 551 of the Administrative Procedure Act, it is not deemed subject to the provisions of Section 553 delaying the effective date of any final Commission action.

For the Commission, by its Secretary, pursuant to delegated authority.

Elizabeth M. Murphy  
Secretary

## Service List

Rule 141 of the Commission's Rules of Practice provides that the Secretary, or another duly authorized officer of the Commission, shall serve a copy of the Order Instituting Administrative Proceedings Pursuant to Section 15(b) of the Securities Exchange Act of 1934 and Notice of Hearing ("Order"), on the Respondent and his legal agent.

The attached Order has been sent to the following parties and other persons entitled to notice:

Honorable Brenda P. Murray  
Chief Administrative Law Judge  
Securities and Exchange Commission  
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